

EXHIBIT “A”

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: :
: Chapter 11
:
W.R. GRACE & CO., et al., : Case No. 01-01139 (JKF)
: Jointly Administered
Debtors. :
: Objection Deadline: December 3, 2002 at 4:00 p.m.

**FOURTEENTH APPLICATION OF THE BLACKSTONE GROUP L.P.,
FOR COMPENSATION SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM THROUGH JULY 1, 2002 THROUGH JULY 31, 2002**

Name of Applicant: THE BLACKSTONE GROUP L.P.

Authorized to Provide
Professional Services to: Debtors

Date of Retention Order: June 22, 2001, effective April 2, 2001

Period for which compensation and
reimbursement is sought: July 1, 2002 – July 31, 2002

Amount of Compensation	<u>Total</u>	<u>Less Holdback (@ 20%)</u>
sought as actual, reasonable and necessary:	\$175,000.00	\$35,000.00

Amount of Expense Reimbursement	
sought as actual, reasonable and necessary:	\$2,603.74

This is a x monthly interim final application

The total time expended for fee application preparation is approximately 4 hours and the corresponding compensation requested is \$0.00.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
July 31, 2001	April 2, 2001 - June 30, 2001	\$519,166.66	\$7,663.95	--	--
August 24, 2001	July 2001	\$175,000.00	\$3,504.53	--	--
October 15, 2001	August 2001	\$175,000.00	\$16,124.84	--	--
November 20, 2001	September 2001	\$175,000.00	\$11,846.09	--	--
November 29, 2001	October 2001	\$175,000.00	\$5,042.39	--	--
January 30, 2002	November 2001	\$175,000.00	\$7,477.10	--	--
January 30, 2002	December 2001	\$175,000.00	\$2,133.92	--	--
March 15, 2002	January 2002	\$175,000.00	\$5,140.26	\$175,000.00	\$3,940.26
April 5, 2002	February 2002	\$175,000.00	\$1,719.69	\$175,000.00	\$1,414.02
May 2, 2002	March 2002	\$175,000.00	\$631.92	\$175,000.00	\$389.25
July 24, 2002	April 2002	\$175,000.00	\$2,736.03	--	--
August 15, 2002	May 2002	\$175,000.00	\$516.61	--	--
August 15, 2002	June 2002	\$175,000.00	\$733.20	--	--

THE BLACKSTONE GROUP L.P.
SUMMARY OF HOURS RE: W.R. GRACE AND COMPANY
JULY 1, 2002 - JULY 31, 2002

Professional	Title	Hours
Pamela Zilly	Senior Managing Director	103.0
Richard Shinder	Managing Director	21.0
David Blechman	Associate	84.0
Michael Alexander	Associate	49.0
Ramsey Jishi	Analyst	21.0
Total		<u>278.0</u>

THE BLACKSTONE GROUP L.P.
 HOURLY DETAIL FOR THE PERIOD OF
 JULY 1, 2002 - JULY 31, 2002

Professional	Date	Hours	Category	Explanation
Pamela Zilly	07/16/02	0.5	Asset Disposition	Call with F. Gilbert re: Project Neptune, and GBT divestiture
		<u>0.5</u>		

**THE BLACKSTONE GROUP L.P.
HOURLY DETAIL FOR THE PERIOD OF
JULY 1, 2002 - JULY 31, 2002**

Professional	Date	Hours	Category	Explanation
David Blechman	07/02/02	1.0	Business Analysis	Review latest operating report
Pamela Zilly	07/10/02	1.0	Business Analysis	Read May operating report
Richard Shinder	07/23/02	1.0	Business Analysis	Review financial data
David Blechman	07/24/02	1.0	Business Analysis	Review 2Q results
Pamela Zilly	07/25/02	2.0	Business Analysis	Review latest financial data re: income statement and projections
		<u>6.0</u>		

**THE BLACKSTONE GROUP L.P.
HOURLY DETAIL FOR THE PERIOD OF
JULY 1, 2002 - JULY 31, 2002**

Professional	Date	Hours	Category	Explanation
Pamela Zilly	07/09/02	0.5	Case Administration	Read motions of ZAI claimants re: proofs of claim and Personal Injury ("PI") claimants objection to retention of special counsel by PD claimants
Pamela Zilly	07/17/02	1.0	Case Administration	Read Response of Zonolite Claimants to Debtors' Objections to Proofs of Claim
David Blechman	07/17/02	1.0	Case Administration	Review court calendar for Grace and other tort bankruptcies, other court filings re: science trial
Michael Alexander	07/17/02	2.0	Case Administration	Update bankruptcy log
Pamela Zilly	07/19/02	0.5	Case Administration	Call with C. Lane, and D. Blechman re: hearing on 07/22/02
David Blechman	07/19/02	1.0	Case Administration	Read ZAI Claimants Response to Debtors Objections to ZAI Proofs of Claim
Richard Shinder	07/24/02	1.0	Case Administration	Read court filings
Pamela Zilly	07/30/02	0.5	Case Administration	Read ZAI Proposed order re Science Issue Litigation
Pamela Zilly	07/30/02	0.5	Case Administration	Call with P. Norris re: Wolin ruling
Pamela Zilly	07/31/02	0.5	Case Administration	Call with T. Freedman re: Wolin ruling
Pamela Zilly	07/31/02	0.5	Case Administration	Discussion with R. Shinder re: Fraudulent conveyance trial
Richard Shinder	07/31/02	0.5	Case Administration	Discussion with P. Zilly re: Wolin ruling implications
		<u>9.5</u>		

**THE BLACKSTONE GROUP L.P.
HOURLY DETAIL FOR THE PERIOD OF
JULY 1, 2002 - JULY 31, 2002**

Professional	Date	Hours	Category	Explanation
Pamela Zilly	07/09/02	0.5	Committee	Call with S. Cunningham (Policano & Manzo) re: Unsecured Creditors Committee support for compensation programs
David Blechman	07/09/02	0.5	Committee	Arrange 2ndQ results conference call
Pamela Zilly	07/17/02	0.5	Committee	Call with B. Tarola re: meeting with T. Maher (JP Morgan Chase)
Pamela Zilly	07/18/02	1.0	Committee	Review material in preparation for meeting with B. Tarola, and T. Maher
Pamela Zilly	07/19/02	1.5	Committee	Meeting with B. Tarola, and T. Maher (J. P. Morgan Chase) re: case status
		4.0		

**THE BLACKSTONE GROUP L.P.
HOURLY DETAIL FOR THE PERIOD OF
JULY 1, 2002 - JULY 31, 2002**

Professional	Date	Hours	Category	Explanation
Pamela Zilly	07/03/02	0.5	Employee Benefits/Pension	Call with B. McGowan re: status of retention program motion
David Blechman	07/03/02	1.0	Employee Benefits/Pension	Calls with Boyer, and B. McGowan re: status of PD committee re: Debtors' compensation motion
Pamela Zilly	07/05/02	1.0	Employee Benefits/Pension	Calls with D. Blechman, and B. McGowan re: Property Damage ("PD") Committee Objection to Debtors' Compensation Programs motion
Pamela Zilly	07/05/02	1.5	Employee Benefits/Pension	Read PD Committee objection to compensation motion, prepare outline of response and follow-up data required
David Blechman	07/05/02	1.0	Employee Benefits/Pension	Review PD Committee Objection, calls with P. Zilly, and B. McGowan
David Blechman	07/08/02	1.0	Employee Benefits/Pension	Reviewed PD Committee objection to compensation motion re: analysis required for response
Pamela Zilly	07/09/02	1.5	Employee Benefits/Pension	Review and provide comments for Norris affidavit for compensation hearing
Pamela Zilly	07/10/02	1.0	Employee Benefits/Pension	Calls with B. McGowan re: Debtors' Response to PD Objection to Compensation Programs
Pamela Zilly	07/10/02	1.0	Employee Benefits/Pension	Review analysis of cost of revised severance program
David Blechman	07/10/02	1.0	Employee Benefits/Pension	Review severance calculations for compensation hearing
Pamela Zilly	07/11/02	1.0	Employee Benefits/Pension	Read, and provide comments on Debtors' response motion to PD opposition motion to compensation programs
Pamela Zilly	07/11/02	1.5	Employee Benefits/Pension	Review Debtors' draft response to PD objection re: compensation programs
Pamela Zilly	07/11/02	1.0	Employee Benefits/Pension	Calls with B. McGowan, and C. Lane re: inputs to Debtors' response to compensation objection
Pamela Zilly	07/12/02	1.0	Employee Benefits/Pension	Calls with C. Lane, and B. McGowan re: final draft of response
Pamela Zilly	07/12/02	1.0	Employee Benefits/Pension	Prepare revisions to Debtors' response motion re: compensation programs
David Blechman	07/12/02	1.0	Employee Benefits/Pension	Calls with P. Zilly, C. Lane, and B. McGowan re: response to PD objection
David Blechman	07/12/02	1.5	Employee Benefits/Pension	Reviewed drafts of response to PD objection
Pamela Zilly	07/17/02	0.5	Employee Benefits/Pension	Call with B. McGowan re: exhibits to Debtors' response to compensation program objection
Pamela Zilly	07/18/02	1.0	Employee Benefits/Pension	Discussions with S. Cunningham re: filing response to PD opposition to compensation motion
Pamela Zilly	07/19/02	1.0	Employee Benefits/Pension	Review and provide comments on compensation summary for hearing, and meeting with D. Blechman
David Blechman	07/19/02	1.0	Employee Benefits/Pension	Prepare response and analysis for Bernick re: 07/22/02 hearing on compensation motions
David Blechman	07/19/02	0.5	Employee Benefits/Pension	Meeting with P. Zilly re: comp, and call with B. McGowan re: same
Pamela Zilly	07/21/02	1.0	Employee Benefits/Pension	Review materials re: financial advisors discussions for hearing on Compensation motion on 07/22/02

23.5

THE BLACKSTONE GROUP L.P.
HOURLY DETAIL FOR THE PERIOD OF
JULY 1, 2002 - JULY 31, 2002

Professional	Date	Hours	Category	Explanation
David Blechman	07/08/02	0.5	Fee Applications	Prepared fee application
		<u>0.5</u>		

THE BLACKSTONE GROUP L.P.
HOURLY DETAIL FOR THE PERIOD OF
JULY 1, 2002 – JULY 31, 2002

Professional	Date	Hours	Category	Explanation
Pamela Zilly	07/22/02	1.5	Hearings	Travel to Wilmington; read ZAI claimants proposed order re: litigation schedule
Pamela Zilly	07/22/02	1.0	Hearings	Pre-hearing meeting with B. McGowan, and P. Norris
Pamela Zilly	07/22/02	3.0	Hearings	Attend hearing re: compensation programs, and ZAI trial
Pamela Zilly	07/22/02	1.0	Hearings	Post hearing meeting with D. Bernick, P. Norris, D. Siegel, and B. McGowan
Richard Shinder	07/22/02	0.5	Hearings	Discussion with D. Blechman court hearing
David Blechman	07/22/02	0.5	Hearings	Meeting with R. Shinder re: court hearing
		<u>7.5</u>		

THE BLACKSTONE GROUP L.P.
HOURLY DETAIL FOR THE PERIOD OF
JULY 1, 2002 - JULY 31, 2002

Professional	Date	Hours	Category	Explanation
David Blechman	07/11/02	3.0	Non-Working Travel Time	Traveled to Columbia, MD
David Blechman	07/11/02	3.0	Non-Working Travel Time	Traveled from Columbia, MD
Pamela Zilly	07/22/02	1.5	Non-Working Travel Time	Travel to New York
		<u>7.5</u>		

THE BLACKSTONE GROUP L.P.
HOURLY DETAIL FOR THE PERIOD OF
JULY 1, 2002 - JULY 31, 2002

Professional	Date	Hours	Category	Explanation
Pamela Zilly	07/23/02	1.5	Tax Issues	Review tax memos re: IRS issues re: open audit years
Pamela Zilly	07/23/02	3.0	Tax Issues	Research tax issues and consideration re: POR funding and alternative restructuring scenarios
Pamela Zilly	07/24/02	0.5	Tax Issues	Review correspondence re: tax issues
Pamela Zilly	07/24/02	1.0	Tax Issues	Call with D. Siegel, E. Filon, B. Tarola, and J. Kapp re: tax issues
David Blechman	07/24/02	1.0	Tax Issues	Review material Tax call
David Blechman	07/24/02	1.0	Tax Issues	Call with D. Siegel, E. Filon, B. Tarola, and J. Kapp re: tax issues
		<u>8.0</u>		

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HOURLY DETAIL FOR THE PERIOD OF
JULY 1, 2002 – JULY 31, 2002**

Professional	Date	Hours	Category	Explanation
Pamela Zilly	07/01/02	1.0	Valuation	Call with D. Blechman re: business valuation, liabilities subject to compromise, restructuring alternatives ("Valuation Analysis/Restructuring (RES) Model")
Pamela Zilly	07/01/02	1.0	Valuation	Prepare model structure revisions for RES Model to reflect liability and timing assumptions
David Blechman	07/01/02	1.0	Valuation	Call with P. Zilly re: Valuation Analysis/RES Model
David Blechman	07/01/02	1.5	Valuation	Review inputs from Debtors re: revision to restructuring analysis
Pamela Zilly	07/02/02	2.5	Valuation	Review and prepare refinements to Valuation Analysis/RES Model
Pamela Zilly	07/02/02	1.0	Valuation	Call with D. Blechman re: review of latest draft of Valuation Analysis/RES Model including comments from the Debtors
David Blechman	07/02/02	1.0	Valuation	Call with P. Zilly re: review of latest draft of Valuation Analysis including comments from the Debtors
Pamela Zilly	07/03/02	2.5	Valuation	Review latest draft of Valuation Analysis/RES Model
Pamela Zilly	07/06/02	1.0	Valuation	Prepare draft summary of output of RES Model
Pamela Zilly	07/07/02	1.0	Valuation	Prepare draft summary of output of RES Model
Pamela Zilly	07/08/02	2.0	Valuation	Review Valuation Analysis/RES Model with new input from Debtors
Pamela Zilly	07/08/02	2.5	Valuation	Review revised Valuation Analysis/RES Model, call with B. Tarola, D. Blechman re: same
Pamela Zilly	07/08/02	1.5	Valuation	Meeting with R. Shinder, and D. Blechman re: inputs to RES Model
Pamela Zilly	07/08/02	1.0	Valuation	Prepare list of open assumption for discussion with Debtors
Richard Shinder	07/08/02	1.5	Valuation	Meeting with P. Zilly, and D. Blechman re: inputs to valuation analysis
David Blechman	07/08/02	1.5	Valuation	Meeting with P. Zilly, and R. Shinder re: Valuation Analysis
David Blechman	07/08/02	1.0	Valuation	Call with B. Tarola re: same
David Blechman	07/08/02	1.5	Valuation	Review RES Model revision with Debtors' inputs
David Blechman	07/08/02	0.5	Valuation	Call with M. Alexander re: revisions to model
Michael Alexander	07/08/02	2.0	Valuation	Make revisions to RES Model
Michael Alexander	07/08/02	0.5	Valuation	Call with D. Blechman re: revisions to RES Model
Michael Alexander	07/08/02	4.0	Valuation	Redo RES Model and analysis
Pamela Zilly	07/09/02	2.0	Valuation	Review and provide comments on revised Valuation Analysis/RES Model
Pamela Zilly	07/09/02	1.0	Valuation	Prepare analysis of changes to be made to RES Model to reflect cash source and uses
Pamela Zilly	07/09/02	1.0	Valuation	Meeting with D. Blechman re: 07/11/02 meeting agenda
David Blechman	07/09/02	1.0	Valuation	Meeting with P. Zilly re: 07/11/02 meeting at company
David Blechman	07/09/02	4.0	Valuation	Revisions to Valuation Analysis/RES Model
David Blechman	07/09/02	0.5	Valuation	Call with M. Alexander re: same
Michael Alexander	07/09/02	2.5	Valuation	Research tax inputs for model
Michael Alexander	07/09/02	0.5	Valuation	Call with D. Blechman re: revisions to RES Model
Michael Alexander	07/09/02	6.0	Valuation	Revisions to valuation analysis, credit statistic, liability payments, tax and debt schedules, cash flow, income statement, and balance sheet
Pamela Zilly	07/10/02	2.0	Valuation	Review revised Valuation Analysis/RES Model
Pamela Zilly	07/10/02	1.0	Valuation	Meetings with D. Blechman, and M. Alexander re: same
Pamela Zilly	07/10/02	0.5	Valuation	Discussion with R. Shinder re: POR alternatives
Richard Shinder	07/10/02	1.0	Valuation	Review Valuation Analysis/RES model inputs from Debtors
Richard Shinder	07/10/02	0.5	Valuation	Discussion with P. Zilly re: POR alternatives
David Blechman	07/10/02	1.0	Valuation	Discussion with D. Blechman re: revisions to inputs for RES Model
David Blechman	07/10/02	4.0	Valuation	Prepared analysis for 07/11/02 meeting
David Blechman	07/10/02	1.0	Valuation	Meetings with P. Zilly, and M. Alexander re: RES analysis
David Blechman	07/10/02	1.0	Valuation	Discussion with R. Shinder re: revisions to inputs for RES Model
Michael Alexander	07/10/02	5.0	Valuation	Revisions to valuation analysis
Michael Alexander	07/10/02	1.0	Valuation	Meeting with P. Zilly, and D. Blechman re: analysis
Pamela Zilly	07/11/02	2.0	Valuation	Review revised Valuation Analysis/RES Model, prepare list of assumptions to be discussed with B. Tarola
Pamela Zilly	07/11/02	4.0	Valuation	Conference call with D. Blechman, P. Norris, B. Tarola, D. Siegel, and E. Filon re: POR issues
Richard Shinder	07/11/02	2.0	Valuation	Review Valuation Analysis, and make changes to assumptions
David Blechman	07/11/02	3.0	Valuation	Prepare for meeting with Norris et al, and reviewed business plan
David Blechman	07/11/02	4.0	Valuation	Meeting with P. Norris, B. Tarola, D. Siegel, P. Zilly, and E. Filon re: strategic alternatives
Michael Alexander	07/11/02	3.0	Valuation	Conference call with P. Zilly, D. Blechman, P. Norris, and B. Tarola
Pamela Zilly	07/12/02	1.0	Valuation	Meeting with R. Shinder, and D. Blechman re: revisions to restructuring assumptions for Valuation Analysis

THE BLACKSTONE GROUP L.P.
HOURLY DETAIL FOR THE PERIOD OF
JULY 1, 2002 - JULY 31, 2002

Professional	Date	Hours	Category	Explanation
Pamela Zilly	07/12/02	2.0	Valuation	Prepare analysis of timing assumptions in RES Model
Pamela Zilly	07/12/02	1.0	Valuation	Review inputs from Debtors re: RES Model
Richard Shinder	07/12/02	1.0	Valuation	Discussion with P. Zilly, and D. Blechman re: revisions to restructuring assumptions for valuation analysis
David Blechman	07/12/02	1.0	Valuation	Meeting with R. Shinder, and P. Zilly re: revisions to restructuring assumptions for Valuation Analysis
David Blechman	07/12/02	1.5	Valuation	Review Debtors' inputs to POR model, made revisions
Michael Alexander	07/12/02	5.0	Valuation	Revisions to analysis
Pamela Zilly	07/15/02	1.0	Valuation	Review assumptions for RES Model scenarios; and call with D. Blechman
David Blechman	07/15/02	1.0	Valuation	Calls with P. Zilly re: revisions to analysis
Pamela Zilly	07/16/02	1.0	Valuation	Call with B. Tarela re: restructuring scenarios
Pamela Zilly	07/16/02	1.0	Valuation	Discussion with D. Blechman, and M. Alexander re: RES scenarios
Pamela Zilly	07/16/02	1.0	Valuation	Review and make changes to RES Model analysis
Pamela Zilly	07/16/02	1.0	Valuation	Worked on RES Model; and call with B. Tarela, and P. Zilly re: same
David Blechman	07/16/02	3.0	Valuation	Meeting with P. Zilly, and M. Alexander re: same
David Blechman	07/16/02	1.0	Valuation	Revisions to analysis
Michael Alexander	07/16/02	5.0	Valuation	Calls/meetings with P. Zilly, and D. Blechman re: revisions to analysis
Michael Alexander	07/16/02	1.0	Valuation	Review changes to RES scenarios re: timing assumptions
Pamela Zilly	07/17/02	2.5	Valuation	Review Valuation Analysis, and make changes to assumptions
Richard Shinder	07/17/02	2.0	Valuation	Review RES Model
David Blechman	07/17/02	1.5	Valuation	Further refine modeling of tax effects
Michael Alexander	07/17/02	1.0	Valuation	Revise model, and add inputs for cash at exit
Michael Alexander	07/17/02	2.5	Valuation	Review revisions to POR scenarios re: balance sheet assumptions
Michael Alexander	07/17/02	2.0	Valuation	Meeting with D. Blechman re: revisions to model
Pamela Zilly	07/18/02	2.0	Valuation	Discussion with D. Blechman re: structure changes to liability assumptions
Richard Shinder	07/18/02	1.0	Valuation	Meeting with P. Zilly re: RES model
David Blechman	07/18/02	0.5	Valuation	Discussion with R. Shinder re: variations in structure and resulting changes to RES Model
David Blechman	07/18/02	1.0	Valuation	Review model, and add inputs for cash at exit
Michael Alexander	07/18/02	3.0	Valuation	Discussion with D. Blechman re: analysis of claims reserves of comparable bankruptcies
Pamela Zilly	07/19/02	0.5	Valuation	Discussion with R. Shinder possible case outcomes
Pamela Zilly	07/19/02	0.5	Valuation	Discussion with P. Zilly re: possible case outcomes
Richard Shinder	07/19/02	0.5	Valuation	Discussion with P. Zilly re analysis of asbestos reserves
David Blechman	07/19/02	0.5	Valuation	Prepare outline for meeting with P. Norris 07/29/02
Pamela Zilly	07/21/02	1.0	Valuation	Review POR Model revisions re: Assets and liabilities funding
Richard Shinder	07/22/02	2.0	Valuation	Meeting with D. Blechman re: RES Model
Richard Shinder	07/23/02	1.0	Valuation	Discussion with R. Shinder re: restructuring alternatives
David Blechman	07/23/02	1.0	Valuation	Meeting with D. Blechman re: balance sheet analysis for Norris meeting
Pamela Zilly	07/24/02	1.0	Valuation	Discussion with D. Blechman re: inputs to RES Model
Richard Shinder	07/24/02	1.0	Valuation	Meeting with P. Zilly re: modeling work
David Blechman	07/24/02	1.0	Valuation	Meeting with R. Shinder re: inputs to restructuring model
David Blechman	07/24/02	1.0	Valuation	Review analysis for Norris meeting re: RES scenarios
Pamela Zilly	07/25/02	2.5	Valuation	Credit statistic, and leverage analysis
David Blechman	07/25/02	3.0	Valuation	Meeting with R. Shinder, and D. Blechman re: RES analysis
Pamela Zilly	07/26/02	1.5	Valuation	Research status of comparable tort bankruptcies re: liabilities subject to compromise
Pamela Zilly	07/26/02	2.0	Valuation	Meeting with P. Zilly, and D. Blechman re: RES analysis
Richard Shinder	07/26/02	1.5	Valuation	Credit status, and leverage analysis
David Blechman	07/26/02	2.0	Valuation	Discussion with R. Jishi re: valuation analysis
David Blechman	07/26/02	1.0	Valuation	Meeting with P. Zilly, and R. Shinder re: restructuring scenarios
David Blechman	07/26/02	1.5	Valuation	Discussion with D. Blechman - comparable analysis, debt structures
Ramsey Jishi	07/26/02	1.0	Valuation	Updated comparable company analysis
Ramsey Jishi	07/28/02	6.0	Valuation	Prepare materials for 07/29/02 meeting with P. Norris re: POR considerations
Pamela Zilly	07/29/02	4.0	Valuation	

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JULY 1, 2002 - JULY 31, 2002**

Professional	Date	Hours	Category	Explanation
Pamela Zilly	07/29/02	1.0	Valuation	Discussion with R. Shinder re: RES Model outputs
Pamela Zilly	07/29/02	2.5	Valuation	Dinner meeting with D. Blechman, P. Norris CEO-Grace
Richard Shinder	07/29/02	1.0	Valuation	Discussion with P. Zilly re: Valuation Analysis/RES Model output
David Blechman	07/29/02	2.0	Valuation	Review comparable company update by R. Jishi
David Blechman	07/29/02	5.0	Valuation	Prepare schedule for Norris summarizing restructuring scenarios
David Blechman	07/29/02	2.5	Valuation	Dinner meeting with P. Zilly, and P. Norris re: restructuring alternatives
Michael Alexander	07/29/02	5.0	Valuation	Prepare analysis of comparable companies leverage and valuation
Ramsey Jishi	07/29/02	5.0	Valuation	Update comparable company analysis
Ramsey Jishi	07/29/02	2.0	Valuation	Review B. Tarola analysis
Pamela Zilly	07/30/02	1.0	Valuation	Meeting with D. Blechman re: revisions to RES model
David Blechman	07/30/02	1.0	Valuation	Meeting with P. Zilly re: model revisions
Ramsey Jishi	07/30/02	3.0	Valuation	Review and change structure of RES Model
Pamela Zilly	07/31/02	1.5	Valuation	Meetings with D. Blechman, and R. Jishi re: additional Valuation Analysis/RES Model alternatives
Richard Shinder	07/31/02	1.0	Valuation	Meeting with D. Blechman re: outline of further valuation analysis re: alternatives
David Blechman	07/31/02	1.0	Valuation	Discussion with R. Shinder re: structure of further valuation work
David Blechman	07/31/02	1.5	Valuation	Meetings with P. Zilly, and R. Jishi re: POR analysis
David Blechman	07/31/02	1.5	Valuation	Review comparable company analysis
Ramsey Jishi	07/31/02	1.0	Valuation	Review valuation analysis
Ramsey Jishi	07/31/02	1.5	Valuation	Review valuation analysis
Ramsey Jishi	07/31/02	1.5	Valuation	Meetings with P. Zilly, and D. Blechman re: POR analysis
		<u>211.0</u>		



The Blackstone Group

November 12, 2002

Mr. Paul J. Norris
 Chairman, President and Chief Executive Officer
 W.R. Grace & Co.
 7500 Grace Drive
 Columbia, Maryland 21044

Advisory fee for the period July 1, 2002 through July 31, 2002:	\$ 175,000.00
Less a 20% holdback pursuant to the Court's Administrative order:	(35,000.00)
Out-of-pocket expenses for the period through July 31, 2002: ¹	

Travel	1,672.50	
Meals	136.96	
Research	553.98	
Photocopying	240.30	<u>2,603.74</u>

Total Due	\$ <u>142,603.74</u>
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Please wire transfer funds to:

Chase Manhattan Bank
 One New York Plaza
 New York, NY 10017
 ABA# 021 000 021
 Credit Account: The Blackstone Group L.P.
 Account # 066-287472

Invoice Number: 2899-T

¹ Expenses incurred, but not yet processed due to timing differences will be billed at a later date.

The Blackstone Group L.P.
 345 Park Avenue
 New York, NY 10154
 212 583 5000

Blackstone Financial Services®

W.R. GRACE
Expense Summary
Processed Through
July 31, 2002
Invoice No. 2899-T

		GL Detail	Total
		Jul-02	Expenses
Car Services - Elite	11218	\$ 207.45	\$ 207.45
Travel - Local	11222	181.05	181.05
Travel - Railroad	11225	1,284.00	1,284.00
Meals	11228	136.96	136.96
Research - Factset	11242	545.44	545.44
Research - Online D/B	11250	8.54	8.54
Photocopying	11281	240.30	240.30
Total Expenses		\$ 2,603.74	\$ 2,603.74
			1,672.50
			136.96
			553.98
			240.30
			<u>2,603.74</u>
			\$ 2,603.74

W.R. GRACE
Expense Detail
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Car Services**Elite**

Office Services (car home from 345 Park Avenue)	05/24/02	46.38	
Office Services (car home from 345 Park Avenue)	05/31/02	28.54	
Publishing Services (car home from 345 Park Avenue)	05/24/02	32.11	
Publishing Services (car home from 345 Park Avenue)	05/30/02	22.43	
Publishing Services (car home from 345 Park Avenue)	05/31/02	22.43	
Publishing Services (car home from 345 Park Avenue)	05/31/02	35.17	
Publishing Services (car home from 345 Park Avenue)	05/31/02	20.39	
Zilly (car to Penn Station from home)	06/03/02		
Subtotal - Car Services			207.45

Travel - Local

Blechman (late night taxi home from 345 Park Avenue)	06/10/02	5.00	
Blechman (taxi to Penn Station)	06/18/02	6.00	
Blechman (taxi from WRG headquarters to hotel)	06/18/02	10.25	
Blechman (taxi from train station in Columbia to WRG)	06/18/02	40.00	
Blechman (early a.m. taxi to 345 Park Avenue)	06/20/02	5.00	
Blechman (late night taxi home from 345 Park Avenue)	06/20/02	7.00	
Blechman (late night taxi home from 345 Park Avenue)	06/21/02	6.00	
Blechman (early a.m. taxi to 345 Park Avenue)	06/27/02	9.00	
Blechman (late night taxi home from 345 Park Avenue)	07/10/02	5.00	
Blechman (early a.m. taxi to 345 Park Avenue)	07/11/02	8.00	
Blechman (taxi from train station in Columbia to WRG)	07/11/02	32.00	
Blechman (taxi to train station in Columbia from WRG)	07/11/02	31.00	
Shinder (taxi to Penn Station)	06/03/02	7.70	
Shinder (taxi from Penn Station)	06/03/02	9.10	
Subtotal - Travel - Local			181.05

Travel - Railroad⁽¹⁾

Blechman	05/31/02	428.00	
Shinder	05/31/02	428.00	
Zilly	05/31/02	428.00	
Subtotal - Travel - Railroad			1,284.00

⁽¹⁾ Round trip to/from Columbia, MD for 06/30/02 meeting with Debtors.

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Meals⁽²⁾

Alexander	03/08/02	20.00	
Blechman	06/10/02	16.85	
Blechman	06/19/02	20.00	
Blechman	06/19/02	20.00	
Blechman	06/19/02	6.44	
Blechman	07/10/02	20.00	
Blechman	07/11/02	10.25	
Publishing Services	05/30/02	10.07	
Zilly	06/04/02	6.00	
Zilly	06/10/02	7.35	
	Subtotal - Meals		136.96

Factset

Alexander	05/15/02 - 05/31/02	545.44	
	Subtotal - Factset		545.44

Online D/B (PACER)

de Almeida	04/08/02	1.61	
de Almeida	04/28/02	1.96	
de Almeida	05/07/02	1.54	
de Almeida	05/22/02	1.61	
de Almeida	05/24/02	1.82	
	Subtotal - Online D/B		8.54

Subtotal - Research **553.98**

Photocopying

Blechman	06/17/02 - 06/30/02	101.25	
Blechman	06/17/02 - 06/30/02	139.05	
	Subtotal - Photocopying		240.30

Total Expenses **\$ 2,603.74**

⁽²⁾ See paragraph 12 of Blackstone's 6th Interim Application.